

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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	:	
In re:	:	Chapter 11
	:	
LIMETREE BAY SERVICES, LLC, <i>et al.</i> ¹ ,	:	Case No. 21-32351 (DRJ)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS’
STATEMENT REGARDING SALE OF DEBTORS’ ASSETS**

The Official Committee of Unsecured Creditors (the “Committee”) of Limetree Bay Services, LLC, *et al.* (collectively, the “Debtors”) hereby respectfully represents that the Committee is supportive of a sale of the Debtors’ assets, *provided* that sufficient proceeds from the sale are escrowed in a segregated account to fully satisfy all budgeted professional fees and expenses covered by the Carve-Out.²

Estate professionals have accrued millions of dollars in unpaid fees and expenses during the course of these cases, some of which have already been allowed for payment by the Court. Specifically, the Committee’s professionals have yet to receive a single dollar in payment from the estates for their months of service in these cases. Accordingly, the Carve-Out must be fully

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

² As defined in this Court’s final financing order entered on August 27, 2021 [Docket No. 495]. The DIP Order is clear that the Carve Out is senior to the obligations owed to the DIP Lenders.

funded pursuant to any order authorizing a sale of the Debtors' assets and proposing to disburse the proceeds to the DIP Lenders, who's liens are junior to the Carve Out.³

The Committee suggests the addition of the following language to the Proposed Sale Order, to address the required payment of all amounts provided for in Approved Budgets to address the Carve Out:

Upon receipt of the Purchase Price, the Debtors shall immediately transfer into a trust account maintained by the Debtors' Counsel, funds equal to the Carve Out provided in the DIP Order, and consistent with the amounts in all Approved Budgets, for distribution in accordance with Orders of the Court that may exist as of this date, and arise in the future. Further, all parties reserve their respective rights with respect to any proposed Budgets that, as of this date have not yet been agreed to and filed on the Court's Docket. Further, nothing in this Order permits a distribution of any amounts to the DIP Lenders, to the extent that the Approved Budgets for the Carve Out have not been fully funded, in accordance with this paragraph.

RESERVATION OF RIGHTS

Notwithstanding anything contained herein, the Committee reserves all rights with respect to the proposed sale of the Debtors' assets and the distribution of the proceeds therefrom.

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³ The Committee reserves all rights with respect to any further Budget, including budgeted amounts for the fees and expenses of the Committee's professionals, that may be proposed by the Debtors.

Dated: December 19, 2021

By: /s/ Michael D. Warner

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CERTIFICATE OF SERVICE

I certify that on December 19, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Michael D. Warner

Michael D. Warner